

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

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In re: :  
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THE FINANCIAL OVERSIGHT AND :  
MANAGEMENT BOARD FOR PUERTO RICO, : PROMESA  
 : Title III  
as representative of :  
 : Case No. 17-BK-3283 (LTS)  
THE COMMONWEALTH OF PUERTO RICO *et al.*, :  
 : (Jointly Administered)  
Debtors.<sup>1</sup> :  
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**URGENT MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
LEAVE TO EXCEED PAGE LIMIT WITH RESPECT TO OMNIBUS REPLY OF  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS IN SUPPORT OF MOTION  
FOR ORDER AUTHORIZING COMMITTEE TO PURSUE CERTAIN CAUSES OF  
ACTION ON BEHALF OF COMMONWEALTH AND GRANTING RELATED RELIEF**

To the Honorable United States District Judge Laura Taylor Swain:

The Official Committee of Unsecured Creditors of all Title III Debtors (the “Committee”) hereby file this urgent motion (the “Urgent Motion”), requesting entry of an order, substantially in the form attached hereto as **Exhibit A**, allowing the Movants<sup>2</sup> to exceed the fifteen page limit set forth in the *Eighth Amended Notice, Case Management and Administrative Procedures* [Docket No. 4866-1] (the “Case Management Procedures”) with respect to the *Omnibus Reply of Official Committee of Unsecured Creditors in Support of Motion for Order*

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<sup>1</sup> The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474), and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747).

<sup>2</sup> The “Movants” are the Committee and Committee members Doral Financial Corporation, acting through Doral Financial Creditors’ Trust, Service Employees International Union, and Tradewinds Energy Barceloneta, LLC

*Authorizing Committee to Pursue Certain Causes of Action on Behalf of Commonwealth and Granting Related Relief* (the “Reply”). In support of this Urgent Motion, the Committee respectfully states as follows:

**JURISDICTION AND VENUE**

1. The United States District Court for the District of Puerto Rico has subject matter jurisdiction over this matter pursuant to section 306(a) of PROMESA. Venue is proper pursuant to section 307(a) of PROMESA.

**RELIEF REQUESTED**

2. The Committee respectfully requests that Movants be allowed to exceed the page limit for memoranda of law in support of replies by twenty (20) pages and to file the Reply of no more than thirty (35) pages, exclusive of the cover page, tables of contents and authorities, signature pages, exhibits, and certificate of service.

**BASIS FOR RELIEF REQUESTED**

3. Pursuant to paragraph I.E of the Case Management Procedures, memoranda of law in support of replies are limited to fifteen (15) pages unless “prior permission has been granted” to exceed that limit.

4. The Committee respectfully submits that there is good cause to exceed that limit under these circumstances. As discussed in the Reply, seven (7) objections (collectively, the “Objections”)<sup>3</sup> were filed in response to the *Motion of Official Committee of Unsecured Creditors for Order Authorizing Committee to Pursue Certain Causes of Action on Behalf of*

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<sup>3</sup> The Objections were filed by the Financial Oversight and Management Board for Puerto Rico and its Special Claims Committee (the “FOMB Objectors”) [Docket No. 6418], the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) [Docket No. 6421], National Public Finance Guarantee Corporation (“National”) [Docket No. 6424], the Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “Retiree Committee”) [Docket No. 6425], Ambac Assurance Corporation (“Ambac”) [Docket No. 6426], Assured Guaranty Corp., Assured Guaranty Municipal Corp., and the Financial Guaranty Insurance Company (collectively, “Assured”) [Docket No. 6427], and Oppenheimer Funds (“Oppenheimer”) [Docket No. 6428].

*Commonwealth and Granting Related Relief* [Docket No. 6325]. The Objections, which total approximately seventy (70) pages of briefing, raise numerous arguments in opposition to the relief sought by the Movants that must be addressed in the Reply. Moreover, the Objection filed by the FOMB Objectors incorporates by reference nineteen (19) pages of additional briefing contained in a separate pleading filed by the Oversight Board.<sup>4</sup> For these reasons, Movants will not be able to meet the fifteen page limit for the Reply.

5. Accordingly, the Committee respectfully requests authorization for the Movants to file the Reply of no more than thirty-five (35) pages, exclusive of the cover page, tables of contents and authorities, signature page, exhibits, and certificate of service. The Committee submits that this request is reasonable and appropriate in light of the circumstances described above.

6. Pursuant to Section I.H. of the Case Management Procedures, undersigned counsel certifies that it has engaged in reasonable, good-faith communications with counsel to other interested parties. Moreover, in accordance with Local Bankruptcy Rule 9013-1(a)(2), undersigned counsel certifies that counsel has carefully examined the matter and concluded that there is a true need for expedited consideration of the Urgent Motion, and that the Committee has not created the urgency through lack of due diligence on its part. Counsel to the Committee conferred with counsel for the Objectors regarding this Urgent Motion. Counsel for the Special Claims Committee informed Committee counsel that the Special Claims Committee was not prepared to agree to the relief requested herein. No other Objector responded to Committee counsel's request for consent.

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<sup>4</sup> See Objection of Oversight Board and Special Claims Committee ¶ 47 [Docket No. 6418] (incorporating by reference legal arguments contained in *Objection of Financial Oversight and Management Board to Official Committee of Unsecured Creditors' Motion for Order Granting Derivative Standing to Act on Behalf of Title III Debtors for Certain Limited Purposes and Other Related Relief with Respect to Restructuring of Government Development Bank for Puerto Rico* ¶¶ 31-64 [Case No. 17-03283, Docket No. 3959]).

**NOTICE**

7. Notice of this Urgent Motion has been provided to the following entities, or their counsel, if known: (i) the U.S. Trustee; (ii) the Office of the United State Attorney for the District of Puerto Rico; (iii) the Oversight Board; (iv) AAFAF; (v) the official committee of retirees; (vi) the insurers of the bonds issued or guaranteed by the Debtors; (vii) counsel to certain ad hoc groups of holders of bonds issued or guaranteed by the Debtors; and (viii) all parties that have filed a notice of appearance in the above-captioned Title III cases

**NO PRIOR REQUEST**

8. No prior request for the relief requested herein has been made by the Committee to this or to any other court.

*[Remainder of page intentionally left blank.]*

WHEREFORE, the Committee respectfully requests that this Court enter an order substantially in the form attached hereto as **Exhibit A** granting the relief requested herein, and granting such other relief as this Court deems just and proper.

Dated: April 22, 2019

By: /s/ Luc A. Despins

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- and -

By: /s/ Juan J. Casillas Ayala

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